

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW MEXICO

LAUREN ADELE OLIVER,  
an individual,

Plaintiff,

VS.

Case No. 1:20-CV-00237-KK-SCY

MEOW WOLF, INC., a  
Delaware corporation;  
VINCE KADLUBEK, an individual  
and officer; and DOES 1-50,

Defendants.

\*\*\*\*\*

DEPOSITION OF LIBERTY YABLON

February 28, 2022

9:03 a.m.

500 Fourth St. NW, Suite 125

Albuquerque, New Mexico 87102

\*\*\*\*\*

PURSUANT TO THE FEDERAL RULES OF CIVIL  
PROCEDURE, this deposition was:

TAKEN BY: Mr. Ben Allison  
ATTORNEY FOR DEFENDANTS

REPORTED BY: Annette G. Aragon, NM CR #197  
Paul Baca Professional Court Reporters  
500 Fourth Street NW, Suite 105  
Albuquerque, New Mexico 87102

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1 Q. Okay.

2 A. Did I forget anyone? I feel like that's it.  
3 And Benji Geary, to some extent; although, he was not  
4 officially technically a core member. He was kind of  
5 part of that leadership group, though.

6 Q. Right. Was Lauren Oliver a member of Meow  
7 Wolf in those early years that you were from 2011 to '14?

8 A. I don't believe so.

9 Q. Was she a core member?

10 A. No.

11 Q. No. Was Lauren Oliver at any of the  
12 meetings that you remember from 2011 to 2014?

13 A. I do not believe so, but it's hard for me to  
14 say completely affirmatively. In my mind Lauren relates  
15 to people like Erika Wanenmacher and Tuscany Wenger, who  
16 were around kind of here and there. So my knee-jerk  
17 reaction is no, she was not. But I couldn't say  
18 definitively.

19 Q. Did Lauren Oliver work on any Meow Wolf show  
20 that you know of in those years?

21 A. I do not believe so.

22 Q. Other than what you've described, did Lauren  
23 Oliver have anything to do with Meow Wolf, to your  
24 knowledge, in 2011?

25 A. No.

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1 Q. In 2012?

2 A. No.

3 Q. In 2013?

4 A. Was 2013 when we were beginning The House of  
5 Eternal Return?

6 Q. I think that was 2015.

7 A. Okay. Then no, I don't believe that I  
8 encountered Lauren as an artist until The House of  
9 Eternal Return.

10 Q. Okay. So do you have any memories of Lauren  
11 Oliver being around Meow Wolf in 2014?

12 A. Same answer; I don't believe so.

13 Q. Okay. Let me come back to this question of  
14 how Meow Wolf used money in these years of 2011 to '14.  
15 You said that the idea of the money that Meow Wolf had  
16 was that Meow Wolf would use it to buy materials for the  
17 next show. Is that fair to say?

18 A. Yeah, that's fair to say.

19 Q. Okay. And so do you remember the amount of  
20 money received from donations at the door after the  
21 closing of The Due Return?

22 A. I don't remember a specific amount, but I  
23 remember it was substantial and it was shared with the  
24 group from --

25 Q. What that amount was. Is that right?

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1 A. I would say more than \$10,000. But I  
2 wouldn't testify to that exact amount. I just remember  
3 it being substantial in my mind.

4 Q. Okay. So I just want to be clear on what  
5 you understood about how the money was used. In other  
6 words, there was no rule or expectation that you were  
7 aware of that the members of the collective had a right  
8 to divvy up the money among themselves. Is that true?

9 MR. BOYD: Form.

10 A. I believe there was talk about artist  
11 payments and salary, but at that time they had not gone  
12 into effect. At that time the only money given to  
13 artists was for materials.

14 Q. (BY MR. ALLISON) So are you saying there  
15 was the hope or the talk about sometime we'd like artists  
16 to be paid, but we can't do it yet?

17 A. That's fair.

18 Q. Okay.

19 MR. BOYD: Form.

20 Q. (BY MR. ALLISON) So --

21 THE WITNESS: Jesse, did you have an  
22 objection?

23 MR. BOYD: Yeah. I just said "form," which  
24 is -- when I say "form," that means I'm objecting to the  
25 form of the question.

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1 Q. (BY MR. ALLISON) So if there's -- if there  
2 was a hundred dollars in the Meow Wolf bank account and  
3 there were -- and there were ten members of Meow Wolf,  
4 there was not an understanding that every -- that each of  
5 those ten members got ten dollars out of that bank  
6 account. Is that right?

7 MR. BOYD: Form.

8 A. It was more that if a member had an idea  
9 that required \$30 and another member only needed \$5, it  
10 could be disbursed as needed. It wasn't necessarily  
11 equally divided.

12 Q. (BY MR. ALLISON) And there was -- and that  
13 \$30 or the \$5 was for materials. It wasn't for  
14 compensation. Correct?

15 A. Yes.

16 Q. So is it fair to say that in all your -- in  
17 those years of Meow Wolf in 2011 to 2014, there was no  
18 understanding in the collective that money of Meow Wolf  
19 was -- was used for artist compensation. Is that true?

20 A. There was an expectation of fairness, I  
21 would say, and that if money was needed for gas to get  
22 somewhere, that could be considered if it was available,  
23 or for materials. And I don't believe that anyone was  
24 receiving compensation.

25 Q. Okay. Gas would be an out-of-pocket cost.

10 (Pages 34 to 37)

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1 how we referred to ourselves, not Meow Wolf company.  
 2 **Q. (BY MR. ALLISON) And, in other words, Meow**  
 3 **Wolf was an art collective and it was a company and the**  
 4 **two coexisted. Is that right?**  
 5 **MR. BOYD: Form.**  
 6 **A. That sounds right.**  
 7 **Q. (BY MR. ALLISON) So, in your view, it was**  
 8 **perfectly appropriate to describe Meow Wolf, you said, as**  
 9 **a collective in this fundraising context, even though it**  
 10 **was also a company. Is that fair?**  
 11 **MR. BOYD: Form.**  
 12 **MS. SAKURA: Join.**  
 13 **A. Yes.**  
 14 **Q. (BY MR. ALLISON) Loretta could have asked**  
 15 **you if it was a company. Do you recall if she ever did?**  
 16 **A. I don't recall.**  
 17 **Q. But she must have responded positively to**  
 18 **your pitch for the fundraiser because you said you had it**  
 19 **in their space. Is that right?**  
 20 **A. That's right.**  
 21 **Q. Do you remember how much you raised?**  
 22 **A. I don't, unfortunately. I would estimate.**  
 23 **A lot of work sold. So I would estimate we raised more**  
 24 **than \$2,000.**  
 25 **Q. Okay. That's pretty successful.**

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1 **MR. BOYD: Form.**  
 2 **A. I could be way off on that. I really don't**  
 3 **remember. I'm thinking of looking around this space and**  
 4 **feeling like that one sold, that one sold. You know, let**  
 5 **me correct that. I would say I believe we raised around**  
 6 **a thousand dollars.**  
 7 **Q. (BY MR. ALLISON) Okay. Do you remember**  
 8 **just -- and this isn't a -- you know, whatever you**  
 9 **remember. But from all your fundraising activities for**  
 10 **Meow Wolf in the pre-House of Eternal Return days, what**  
 11 **was the most you remember raising for funds?**  
 12 **A. I don't remember.**  
 13 **Q. Do you remember any fundraiser bigger than**  
 14 **this one?**  
 15 **A. Fundraising for The House of Eternal Return**  
 16 **or for other shows?**  
 17 **Q. No. For shows before The House of Eternal**  
 18 **Return, not including the House.**  
 19 **A. Most of the fundraising we did was for the**  
 20 **House. So, no, I don't recall other specific fundraising**  
 21 **events.**  
 22 **Q. Okay. So you don't remember any fundraiser**  
 23 **for Glitteropolis, Flex Factory, any show prior to The**  
 24 **House of Eternal Return where you raised more than a**  
 25 **thousand dollars?**

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1 **A. I don't remember.**  
 2 **Q. Okay. I dropped into the chat box**  
 3 **Exhibit 3. Would you open that and tell me what it is.**  
 4 **(Exhibit No. 3 marked.)**  
 5 **A. Sure. Hold on. It's loading. Okay. Here**  
 6 **we are. Yes. This appears to be an e-mail from Vince to**  
 7 **me.**  
 8 **Q. (BY MR. ALLISON) On February 4, 2015. Is**  
 9 **that right?**  
 10 **A. Correct.**  
 11 **Q. Okay. And what is Vince telling you in this**  
 12 **e-mail?**  
 13 **MR. BOYD: Form.**  
 14 **A. As I recall, this e-mail was the invitation**  
 15 **to become involved in HoER.**  
 16 **Q. (BY MR. ALLISON) Do you remember getting**  
 17 **this e-mail?**  
 18 **A. I remember the first meeting about that**  
 19 **show. I don't remember this e-mail.**  
 20 **Q. Okay. Tell me about the first meeting.**  
 21 **Where was it, if you remember?**  
 22 **A. It was at the CCA.**  
 23 **Q. Okay.**  
 24 **A. There were quite a lot of people present; I**  
 25 **would say more than 50 people. There was a projection,**

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1 **which it looks like you have the pitch deck here, and I**  
 2 **think that this was screened.**  
 3 **Q. Okay. And you're referring to the**  
 4 **attachment to -- that is attached to Vince's e-mail in**  
 5 **Exhibit 3?**  
 6 **A. Scrolling down to pages 7, 8, 9, 10 --**  
 7 **gracious, how long is this? -- 11, 12, 13, 14, 15. Yeah.**  
 8 **And that it was a very positive meeting that, you know,**  
 9 **"We're so glad you're here. We're going to do this great**  
 10 **show. We hope you'll be involved."**  
 11 **Q. How did you hear about the meeting, if you**  
 12 **remember?**  
 13 **A. I don't remember if I heard about it**  
 14 **socially or just through this e-mail.**  
 15 **Q. Okay. Well, is it possible -- I'm going to**  
 16 **ask you about the timing of that meeting. Do you**  
 17 **remember what time of year it was?**  
 18 **A. I believe I remember jackets at that**  
 19 **meeting. So I would assume it was during the colder**  
 20 **months of fall or winter.**  
 21 **Q. Is it possible it was in the fall of 2014**  
 22 **that you all met at CCA for this meeting about --**  
 23 **A. Well, wouldn't that seem odd since the**  
 24 **e-mail is from February of 2015?**  
 25 **Q. Well, is it possible that the e-mail, this**

13 (Pages 46 to 49)

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1 inviting artists to join.  
 2 **Q. Okay. And how do you know that?**  
 3 A. Because if we were already planning the  
 4 gala, we would have been past the finding artists for the  
 5 beginning phase of the project.  
 6 **Q. Got it. So does this -- what's your**  
 7 **estimate of when the CCA meeting was now that you've read**  
 8 **this e-mail?**  
 9 A. The CCA meeting of artists being called to  
 10 join in the Meow Wolf Art Center?  
 11 **Q. Correct.**  
 12 A. I still don't remember. Let's think. So  
 13 when did work begin on the HoER? Can you tell me that?  
 14 **Q. You know, if you mean construction and**  
 15 **renovation, as opposed to artists installation, I -- I**  
 16 **don't have that exact date. And I'm not trying to, you**  
 17 **know, quiz your memory, Ms. Yablon.**  
 18 **I just, it's -- I think you are just fine**  
 19 **that you understood what you said is that the call to**  
 20 **artists and the CCA, which was the CCA meeting, was well**  
 21 **before this e-mail.**  
 22 A. Yes. It would have been because I'd say  
 23 that was about a year before the construction beginning  
 24 on the bowling ally.  
 25 **Q. Okay. So leading up. Let me take you back**

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1 A. I remember Sean Di Ianni speaking. I'm sure  
 2 other people spoke as well, but I remember him speaking a  
 3 lot.  
 4 **Q. Okay. Do you remember anyone else speaking?**  
 5 **Do you remember who showed the slide deck, talked through**  
 6 **the slide deck?**  
 7 A. I believe Vince.  
 8 **Q. Okay.**  
 9 A. One more addition to prior testimony. I'm  
 10 so sorry. When you asked who the core members are I  
 11 think I forgot to mention Sean Di Ianni who has been a  
 12 core member the whole time as well.  
 13 **Q. Okay. Thank you for that. Tell me what you**  
 14 **remember from that meeting about what the vision was for**  
 15 **House of Eternal Return.**  
 16 A. It was to be -- we didn't have the concept  
 17 of the show worked out yet, but it was just the -- the  
 18 emphasis was that it was going to be very big and that it  
 19 would be different rooms and that lots of us would  
 20 collaborate and work together on it.  
 21 **Q. And was the idea that it would be a**  
 22 **permanent exhibition?**  
 23 A. Yes. That was one of the main points.  
 24 **Q. And would it be the first permanent**  
 25 **exhibition?**

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1 to that CCA meeting which was the introduction to The  
 2 House of Eternal Return vision. Is that right?  
 3 A. That sounds right.  
 4 **Q. Okay. Where this slide deck in Exhibit 3**  
 5 **was screened. And putting yourself at that meeting, let**  
 6 **me ask you this: Going earlier before that meeting, were**  
 7 **there regular Meow Wolf meetings in the year or so**  
 8 **leading up to this? Or had there been a lull?**  
 9 **And the CCA meeting with The House of**  
 10 **Eternal Return pitch, was that kind of the, I don't know,**  
 11 **the first big thing in quite a while?**  
 12 A. I think that's correct. I think there was a  
 13 bit of a lull and then this was the call to action to get  
 14 things rolling again.  
 15 **Q. Okay. So tell me, just tell me what you**  
 16 **remember from that meeting, the CCA artists call meeting.**  
 17 **Is that a fair name for it?**  
 18 A. Sure.  
 19 **Q. Okay.**  
 20 A. Just a very kind of casual social meeting  
 21 with a lot of people saying hello, good to see you.  
 22 Giving hugs, exciting to get to do this new project. And  
 23 then with kind of a more formalized portion of slides  
 24 being shown and kind of a vision board.  
 25 **Q. Who spoke at the meeting, if you remember?**

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1 A. Yes.  
 2 **Q. Was there talk about paying artists**  
 3 **compensation to install work at this time?**  
 4 A. Yes.  
 5 MR. BOYD: Form.  
 6 **Q. (BY MR. ALLISON) Was that a new thing in**  
 7 **Meow Wolf's history?**  
 8 A. Yes.  
 9 **Q. Were you excited about it?**  
 10 A. Very.  
 11 **Q. Why? For obvious reasons?**  
 12 A. For obvious reasons.  
 13 **Q. Okay. Was there talk about after this**  
 14 **permanent exhibition opened, the opportunity of employing**  
 15 **artists?**  
 16 MR. BOYD: Form. You're talking about at  
 17 that meeting was that raised?  
 18 MR. ALLISON: I'm talking about at the  
 19 meeting.  
 20 A. I don't remember specifically.  
 21 **Q. (BY MR. ALLISON) Okay. Anything else you**  
 22 **remember about what was said and the vision that was**  
 23 **presented at the meeting?**  
 24 A. No. Just that it was very upbeat and very  
 25 inspired. There was a lot of thanking of everyone for

15 (Pages 54 to 57)

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1 coming and praising what a wonderful talented group of  
 2 people we've brought together and yay. This is going to  
 3 be great.  
 4 MR. ALLISON: Okay. Let's take a break.  
 5 Let's take our ten-minute break. We've been going over  
 6 an hour.  
 7 (Break taken from 10:15 a.m. to 10:22 a.m.)  
 8 Q. (BY MR. ALLISON) Ms. Yablon, did I say that  
 9 better?  
 10 A. Yes.  
 11 Q. Okay. Good. We were looking at this pitch  
 12 deck which was screened at the CCA artist call meeting  
 13 we'll call it, a few months before the February e-mail  
 14 from Vince to you. Right?  
 15 A. Yes.  
 16 Q. Okay. And scroll -- open that. This is  
 17 Exhibit 3.  
 18 A. Okay. Yes.  
 19 Q. Scroll through it, if you didn't take a  
 20 moment to, to just refresh yourself on the document.  
 21 A. Yep. I'm refreshed.  
 22 Q. Okay. So it presents the first permanent  
 23 Meow Wolf experience. I'm looking at page 4. It's  
 24 got -- if you're on page 4, it says, "Santa Fe Market  
 25 Opportunity," looking at the market for The House of

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1 it's page 13, there's a page called Financial  
 2 Projections. Tell me when you get there.  
 3 A. 3, 2, 1, there.  
 4 Q. Got it?  
 5 A. Uh-huh. Yes.  
 6 Q. Okay. Good. My audio may have been a  
 7 little inconsistent. So there are annual expenses and  
 8 exhibition installing costs sections. Do you see those?  
 9 A. Yes, I do.  
 10 Q. And there -- the exhibition installation  
 11 costs had \$40,000 in rent, \$368,000 in labor, \$10,000 in  
 12 insurance, \$200,000 in materials and equipment. Do you  
 13 see those numbers?  
 14 A. Yes, I do.  
 15 Q. And in total it was \$850,000. And do you  
 16 see that?  
 17 A. Yes, I do.  
 18 Q. All right. And then the annual expenses,  
 19 this is projected, for The House of Eternal Return were  
 20 over a million in the column above that. Right?  
 21 A. Yes.  
 22 Q. What was -- were these kind of -- was this  
 23 kind of financial scope beyond anything you had ever seen  
 24 with Meow Wolf up to this point?  
 25 A. Yes. Far beyond.

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1 Eternal Return. Has four revenue streams; admission,  
 2 gift sales, rentals and special events, and artists  
 3 studio rental. And financial outlook. Do you see that?  
 4 A. I do.  
 5 Q. Okay. Operating cost of \$855,000.  
 6 Projected first year revenue, 1.5 million. Fundraising  
 7 goal \$1 million. And funds raised as of December '14,  
 8 \$125,000. Do you see all of that?  
 9 A. Yes, I do.  
 10 Q. Do you -- and do you remember seeing these  
 11 things in that meeting?  
 12 A. I don't remember looking at this document,  
 13 but I remember that information.  
 14 Q. Okay. And if you scroll farther down, I  
 15 think it's page 7, there's a picture of The Due Return.  
 16 A. Uh-huh.  
 17 Q. This might have been during construction  
 18 before you arrived, but does that convey a little of the  
 19 sense that you talked about being attracted to?  
 20 A. Well, one part. That conveys the sense of  
 21 community and communication that I was attracted to. But  
 22 it doesn't convey the sense of aesthetic that I was  
 23 attracted to because, as you mentioned, it's in  
 24 construction. The show wasn't complete yet.  
 25 Q. Got it. And then if you scroll to the end,

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1 Q. Far beyond. There was no installation that  
 2 cost close to any of this, to these amounts in terms of  
 3 installation or what it cost to take -- to maintain it?  
 4 MR. BOYD: Form and foundation.  
 5 A. That is correct. As far as I know.  
 6 Q. (BY MR. ALLISON) And this -- this -- then  
 7 there's projected income, first year, in the other  
 8 column. Do you see that?  
 9 A. I do.  
 10 Q. And the fundraising says Meow Wolf was  
 11 seeking to raise a million in upfront capital, \$125,000  
 12 has already raised as of December 29, 2014. So this page  
 13 was probably updated by the time it came to you from  
 14 Vince in that February 4th e-mail compared to what you  
 15 saw at the CCA meeting. Is that true?  
 16 MR. BOYD: Form and foundation.  
 17 A. Well, the glaring discrepancy that I'm  
 18 seeing is the annual expenses projected for rent.  
 19 Because as we know, George R.R. Martin stepped up and  
 20 essentially bought the building for Meow Wolf.  
 21 And I know that we were not paying \$156,000  
 22 in rent to him. I believe he was paid a very small  
 23 nominal fee, but essentially gave the space.  
 24 Q. (BY MR. ALLISON) Where does your knowledge  
 25 come from on that?

16 (Pages 58 to 61)

<p style="text-align: right;">Page 66</p> <p>1 MR. ALLISON: Sure.</p> <p>2 MR. BOYD: Sure.</p> <p>3 MR. ALLISON: And Jesse, I'll go along with</p> <p>4 this, but this is --</p> <p>5 MR. BOYD: In fairness here.</p> <p>6 MR. ALLISON: You'll -- that's not fair to</p> <p>7 interject in my deposition. I don't mind this time but</p> <p>8 it's not -- you'll have your chance to ask questions.</p> <p>9 <b>Q. (BY MR. ALLISON) I'm glad that Jesse</b></p> <p>10 <b>pointed this out. Would you go there if you are on</b></p> <p>11 <b>page 10 and read that Proven Product paragraph.</b></p> <p>12 A. Sure. (Reading) A Proven Product. The Due</p> <p>13 Return, Meow Wolf's groundbreaking 2011 exhibition in</p> <p>14 Santa Fe attracted \$25,000 in visitors in three months</p> <p>15 and grossed over \$125,000 in suggested donations.</p> <p>16 Nimbus, Meow Wolf's 2013 show in San Antonio, Texas</p> <p>17 enjoyed 10,000 visits in just five hours. The audience</p> <p>18 of both shows was truly intergenerational and diverse and</p> <p>19 included regular art-goers, out of town tourists, and</p> <p>20 families with young children."</p> <p>21 What stands out to me about this is the</p> <p>22 number generated by The Due Return, \$125,000. Because as</p> <p>23 I said, I'm not completely clear on the, you know,</p> <p>24 finances and the numbers all of this. That was never</p> <p>25 really my focus.</p>	<p style="text-align: right;">Page 68</p> <p>1 <b>Q. Yeah. Thank you. My only -- my only</b></p> <p>2 <b>question to you is this whole deck is pitching a</b></p> <p>3 <b>for-profit project seeking to get people to invest in it</b></p> <p>4 <b>as a business prospect. Would that be fair to say?</b></p> <p>5 MR. BOYD: Form. Foundation.</p> <p>6 A. Yes.</p> <p>7 <b>Q. (BY MR. ALLISON) Okay. Go to page -- let's</b></p> <p>8 <b>see. Go to Meow Wolf company profile.</b></p> <p>9 A. On what page, please.</p> <p>10 <b>Q. I'm sorry, I'm getting there. It's page 6.</b></p> <p>11 A. Okay. And I'm there.</p> <p>12 <b>Q. Okay. It says -- first of all, this calls</b></p> <p>13 <b>Meow Wolf a company, right? The heading and the whole</b></p> <p>14 <b>page is company profile and it starts, "Meow Wolf is an</b></p> <p>15 <b>arts and entertainment production company." Is that</b></p> <p>16 <b>right?</b></p> <p>17 A. That is what it says.</p> <p>18 <b>Q. Okay. And then in the back story paragraph</b></p> <p>19 <b>to the right it says, "Originally organized as an</b></p> <p>20 <b>informal art collective in 2008 by a small group of</b></p> <p>21 <b>dedicated Santa Fe artists." And then it goes on about</b></p> <p>22 <b>all the shows, 22 shows, eight different cities. And you</b></p> <p>23 <b>were involved in some of those. Right?</b></p> <p>24 A. That's correct.</p> <p>25 <b>Q. Which cities did you go to by the way, other</b></p>
<p style="text-align: right;">Page 67</p> <p>1 So I estimated earlier more than \$10,000.</p> <p>2 Obviously I was way off and it generated way more than</p> <p>3 \$10,000. So there's that.</p> <p>4 And one more correction to my testimony.</p> <p>5 The show in San Antonio, Texas, Nimbus, I do remember</p> <p>6 that show taking place and I did not work on that show.</p> <p>7 <b>Q. Okay. Thanks for that clarification.</b></p> <p>8 <b>Sometimes Meow Wolf charged admission. Whether it's a --</b></p> <p>9 <b>whether it's a charge or a suggested donation before The</b></p> <p>10 <b>House of Eternal Return and sometimes it didn't. Is that</b></p> <p>11 <b>true?</b></p> <p>12 A. I'd say that's true.</p> <p>13 <b>Q. Okay. And the donation being talked about</b></p> <p>14 <b>in the paragraph you read are at-the-door donations for</b></p> <p>15 <b>admission. Correct?</b></p> <p>16 MR. BOYD: Form.</p> <p>17 A. Of course, that is correct. But I mean,</p> <p>18 people were welcome to give an additional donation if</p> <p>19 they liked what they saw.</p> <p>20 <b>Q. (BY MR. ALLISON) Absolutely and I'm sure</b></p> <p>21 <b>they did. And it's not that it's -- moving back to the</b></p> <p>22 <b>CCA meeting that you're telling me about. It's obviously</b></p> <p>23 <b>not that Meow Wolf would turn down anybody's donation.</b></p> <p>24 <b>Right?</b></p> <p>25 A. Yes.</p>	<p style="text-align: right;">Page 69</p> <p>1 cities?</p> <p>2 A. Chicago, New York, Las Cruces. I think</p> <p>3 that's it.</p> <p>4 <b>Q. Okay. And then it says, "In preparation for</b></p> <p>5 <b>the first permanent exhibition, Meow Wolf organized as an</b></p> <p>6 <b>LLC in 2014 with six equity partners:" Vince, Sean, Matt</b></p> <p>7 <b>the people you had told me before. Is that right?</b></p> <p>8 A. That's right.</p> <p>9 <b>Q. Okay. Do you remember -- what did this</b></p> <p>10 <b>sentence mean to you, in preparation for the first</b></p> <p>11 <b>permanent exhibition Meow Wolf organized --</b></p> <p>12 MR. BOYD: Form and foundation.</p> <p>13 MS. SAKURA: Join.</p> <p>14 MR. BOYD: Sorry. Form and foundation.</p> <p>15 A. I'm sorry. I'm looking for where you're</p> <p>16 saying that. "In preparation for this" I don't see that</p> <p>17 sentence.</p> <p>18 <b>Q. (BY MR. ALLISON) It's in the back story</b></p> <p>19 <b>paragraph, page 6. After the cities, San Antonio,</b></p> <p>20 <b>Chicago, Miami, New Orleans --</b></p> <p>21 A. Got it. Got it. Okay. You're asking me</p> <p>22 what that last sentence means in preparation --</p> <p>23 <b>Q. Yes.</b></p> <p>24 MR. BOYD: And just to be clear, were you</p> <p>25 asking about what her impression was at the time or now?</p>

18 (Pages 66 to 69)

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1 stock exchange where you have prices to look at every  
2 day. Does that make sense to you?

3 A. Well, in a way. But it seems that there  
4 were values attached to them. Because when they did the  
5 liquidation events that they would buy them back for I  
6 believe it was double the value.

7 So, you know, that they did have a value.  
8 There was some value to them. It was just frustrating to  
9 get what that number was.

10 Q. Yeah. I hear you. And sometimes you have  
11 data points like that and values at certain times. But  
12 in between those times, you kind of got to make  
13 assumptions.

14 But I hear you that you didn't get an answer  
15 to the question what was the current book value of the  
16 shares.

17 Going up to your e-mail to Chris on July 2,  
18 2019. Do you see the one where you say, "Hi Chris, I'm  
19 just checking in to be sure you received my Exercise  
20 docs and checks from my attorney Bob Strumor." Do you  
21 see that?

22 A. I see this, yes.

23 Q. And then your next sentence says, "Also, I  
24 was expecting a final communication, or deposit, for my  
25 revenue share balance and I have not received either. Do

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1 A. Yes.

2 Q. So he says, "We're finalizing the document  
3 and hope to send it out to all participants next week."  
4 And so if next week was seven days later, you know, you  
5 signed it nine days later.

6 Does Exhibit 18 look like the final -- the  
7 document that he was talking about there?

8 MR. BOYD: Form and foundation.

9 A. Probably.

10 Q. (BY MR. ALLISON) Like you said, I mean, you  
11 generally sign things within a few days from what we've  
12 seen. Right?

13 A. Yeah. I try to be prompt.

14 Q. Yeah. Yeah. So let me -- let me ask you  
15 about terminology.

16 MS. SAKURA: Hey, Ben. Could I just  
17 interrupt you quickly before we go to terminology. Could  
18 you get it in your mind that we've been going for about  
19 an hour and try and get us to a reasonable breaking point  
20 fairly soon?

21 MR. ALLISON: That's -- I -- it's on my mind  
22 too. I think it will be very soon. Give me a couple of  
23 minutes. And I hear you.

24 Q. (BY MR. ALLISON) On just this terminology,  
25 there's really one question. Are you using artist

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1 you know the status of that?" Do you see that e-mail?

2 A. I do.

3 Q. Were you referring to your artist bonus  
4 program payment?

5 MR. BOYD: Form.

6 MS. SAKURA: Join.

7 A. Probably, yes.

8 Q. (BY MR. ALLISON) And then, in response,  
9 Chris writes -- and this is the e-mail at the top -- "I  
10 have not received your exercise docs, checking around,"  
11 et cetera. And then he says, "I just forwarded you the  
12 info I sent on your revenue share balance. We are  
13 finalizing the document and hope to send it out to all  
14 participants next week." Do you see that?

15 A. Yes, I do.

16 Q. So was Chris responding to your question  
17 about revenue share balance there?

18 A. It looks like he was.

19 Q. And do you know what the finalizing the  
20 document and sending it out referred to?

21 A. No, not specifically.

22 Q. I'll refer you back to Exhibit 18.

23 A. Uh-huh. Got it. Oh, okay. Yes, I see it.

24 Q. And this was -- this was something you  
25 signed on July 11th; so nine days later. Right?

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1 revenue share in your e-mails with Chris in Exhibit 16 to  
2 refer to your artist bonus program \$10,000 payment?

3 MR. BOYD: Form. Foundation.

4 A. Revenue share was how we had talked about it  
5 early on and for a pretty long time and that's how it  
6 imprinted in my memory. So I believe, yes. When I was  
7 saying revenue share, it was what had come to be artist  
8 bonus payment program.

9 Q. (BY MR. ALLISON) Okay.

10 A. In my mind it was still, you know, the  
11 concept was the revenue share.

12 Q. And that's consistent with the 2017  
13 agreement saying revenue share amount, \$10,000? Do you  
14 remember that agreement?

15 A. Yes, I remember that agreement.

16 Q. And then do you remember Vince's e-mail to  
17 you saying, "Good news, we're paying out the entire  
18 remaining balance of the revenue share payments this  
19 year," which was just the month before your e-mails with  
20 Chris?

21 A. Yes.

22 Q. So my question is: Are these two terms for  
23 the same program, artist revenue share and artist bonus  
24 program?

25 MR. BOYD: Form. Foundation.

48 (Pages 186 to 189)

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1 A. I think so.

2 **Q. (BY MR. ALLISON) Did Meow Wolfers other**

3 **than you use those two terms interchangeably to mean the**

4 **same thing?**

5 MR. BOYD: Form. Foundation.

6 A. I feel like mostly revenue share was used,

7 just socially and in conversations.

8 **Q. (BY MR. ALLISON) Okay. But your testimony**

9 **is that when you used revenue share in your e-mails with**

10 **Chris and -- that you were referring to the artist bonus**

11 **program. Right?**

12 MS. SAKURA: Form.

13 MR. BOYD: Same objection.

14 A. Yes.

15 MR. ALLISON: Okay. Let's take a break.

16 Ten minutes. Let's just come back at 2:45.

17 (Break taken from 2:36 p.m. to 2:47 p.m.)

18 **Q. (BY MR. ALLISON) Going to drop in**

19 **Exhibit 35.**

20 (Exhibit No. 35 marked.)

21 A. Okay.

22 **Q. (BY MR. ALLISON) Getting up there now.**

23 A. I know. Are we going to have to look at

24 everything in between?

25 **Q. Probably most of it.**

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1 A. Okay. Do we have an estimate on what time

2 we'll wrap up today?

3 **Q. You know, that's a great question. I really**

4 **would hope to be done in about an hour, maybe an hour to**

5 **an hour and a half. And so that's me.**

6 MR. ALLISON: Jesse, do you expect to spend

7 any --

8 MR. BOYD: I'm going to have some questions,

9 follow-up, and also just some independent questions. I

10 don't think I'm going to go nearly as long as you are,

11 but I'll have some questions, probably.

12 MR. ALLISON: Okay. Because I actually am

13 trying to plan when this going to end for another meeting

14 and I've been pushing it. And so can you give me a

15 ballpark? Do you think you're going to spend a half an

16 hour or an hour?

17 MR. BOYD: No. Probably an hour and a half.

18 MR. ALLISON: Probably an hour or hour and a

19 half?

20 **Q. (BY MR. ALLISON) Okay. It looks like we're**

21 **in for it. But let's go and we'll see how quickly we can**

22 **finish. Dropped in Exhibit 35, Ms. Yablon. Tell me what**

23 **that is.**

24 A. This appears to be an e-mail from Vince to a

25 number of people, not everybody -- not as many people as

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1 the last e-mails we've been looking at -- saying,

2 "Meeting reminder. There will be a meeting tomorrow,

3 Wednesday, 6:30 p.m., Big Pink, Rufina. Please park at

4 the bowling alley and walk. This meeting" --

5 (Court reporter requests clarification.)

6 THE WITNESS: Oh, my apologies. I didn't

7 know I was reading the whole thing.

8 A. The e-mail subject is Meeting Reminder. The

9 body is, "We will be meeting tomorrow, Wednesday, at 6:30

10 p.m. "

11 **Q. (BY MR. ALLISON) Let me jump in there**

12 **because you don't need to read it all.**

13 A. Okay.

14 **Q. Was this an All Shrimps meeting**

15 **announcement?**

16 A. Yes.

17 **Q. Okay. You said it wasn't to as many people.**

18 **What's the date of this one?**

19 A. This appears to be Tuesday, May 19th --

20 **Q. Okay.**

21 A. -- 2015.

22 **Q. 2015. Right. So the gang was bigger by**

23 **2019, the e-mails we were just looking at with the payout**

24 **of the artist bonus program. At this point, 2015 in May,**

25 **it wasn't as many addressees. Right?**

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1 A. That's how it appears. It was -- the e-mail

2 went to fewer people than the subsequent ones.

3 **Q. Okay. So tell me about All Shrimps**

4 **meetings. How often were they held?**

5 A. Oh, I couldn't say. Maybe about, oh, every

6 week to every month. Not necessarily every week. Kind

7 of as needed.

8 I believe that this was the time when we

9 were more divided into kind of teams and groups that

10 would have specific meetings and All Shrimps just

11 referred to everyone altogether.

12 **Q. So was there a -- a standing date and time**

13 **for them and frequency, or was it only by announcement?**

14 A. I do not recall.

15 **Q. Okay. Anyway, sometimes they were weekly,**

16 **maybe they were less sometimes is your memory?**

17 A. That's my memory.

18 **Q. How often did you go to them?**

19 A. All of them. Any time I could.

20 **Q. Okay. Who -- tell me the format. Where**

21 **were they held?**

22 A. They were held kind of wherever they could

23 be held. When we were in the build-out, they would be in

24 Big Pink or in Fastenal, wherever we had space. And then

25 once we were in the bowling alley, they would be held in

49 (Pages 190 to 193)

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1 we'd been talking about these written contracts. And,  
2 kind of, the confusion for me in this whole process was  
3 that I felt that there were, kind of, agreed-upon norms  
4 and terms and responsibilities and duties that were  
5 conveyed socially and not necessarily in written form.

6 **Q. Is the social contracts that you're talking**  
7 **about, does that relate to the community reality of Meow**  
8 **Wolf to the family element; the doing art together**  
9 **element?**

10 A. Yeah. You know, it's so foundational to  
11 Meow Wolf is that it's a collective and that it's a  
12 collaboration. You know, collaboration is a word we  
13 would use when describing it to anyone and everyone,  
14 whether trying to get an investor or a donation or just,  
15 you know, a homeless kid we were buying a burrito for.  
16 You know, here's what we do. We're a collaboration. We  
17 work together, you know.

18 And so that social contract went within, you  
19 know, everything of, like, it's, kind of, an agreed upon  
20 state of making the work that we make and putting in the  
21 hours that we make; that I never had an employment  
22 contract saying that I would work from such and such  
23 time, you know, and make such and such pieces, it was  
24 just understood that that's what this is.

25 **Q. You did that before there was compensation**

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1 **in it for you for years. Right?**

2 A. Correct.

3 **Q. And what I would take from that is there's a**  
4 **tremendous drive, and -- I might even dare to say -- love**  
5 **that creativity comes from, that was very powerful for**  
6 **you and maybe others in Meow Wolf?**

7 A. Absolutely. I think creativity is divinely  
8 given.

9 **Q. So let me understand the social contracts.**  
10 **Your -- your testimony about Meow Wolf before The House**  
11 **of Eternal Return was that money was not for compensation**  
12 **for artists; it was only used for materials,**  
13 **out-of-pocket costs and the next show. Right?**

14 A. That was my understanding.

15 **Q. And when you got to The House of Eternal**  
16 **Return at that CCA meeting, you said there was the**  
17 **intention expressed to pay artists for the work, to give**  
18 **compensation.**

19 And it was exciting because that was the  
20 first time that artists in Meow Wolf were going to be  
21 paid for doing art. Do you remember that?

22 MR. BOYD: Form.

23 MS. SAKURA: Form.

24 A. Yes.

25 **Q. (BY MR. ALLISON) And then you got a**

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1 **contract, and you got a Meow terms e-mail in April 2, you**  
2 **signed a contract on April 28 with your specific**  
3 **compensation terms in it. Do you -- right?**

4 MR. BOYD: Form.

5 A. Yes.

6 **Q. (BY MR. ALLISON) Okay. So I want to know,**  
7 **for the social contracts that you're talking about**  
8 **involving collaboration, involving a shared sense of**  
9 **purpose, a -- this, what you called divinely sourced or**  
10 **inspired creativity, did that all continue at Meow Wolf**  
11 **during the build of the House?**

12 A. Yes. Definitely.

13 **Q. Okay. Was the social contracts that you're**  
14 **talking about a shared commitment to values like you**  
15 **described?**

16 MR. BOYD: Form.

17 A. I believe so, yeah. I think that there  
18 could be a certain amount of -- if this could not be  
19 received negatively, but kind of a group think and a, you  
20 know, coming together and a sharing of values and a  
21 sharing of ideals.

22 I mean, really essentially coming down to we  
23 have each other's backs. And, I mean, especially with  
24 the paper contracts and my admitted, kind of, sloppiness  
25 over them and just signing everything that was put in

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1 front of me, it was because of that social contract that  
2 we all have each other's backs.

3 **Q. (BY MR. ALLISON) Well, you -- you did tell**  
4 **me that you were very pleasantly surprised by a \$10,000**  
5 **revenue share contract. Right?**

6 **So it -- at the time that you signed that,**  
7 **you were -- you knew it was \$10,000 and you were happy**  
8 **for \$10,000 at that time. Fair to say?**

9 MR. BOYD: Form.

10 MS. SAKURA: Form.

11 A. Absolutely. I don't consider myself a  
12 greedy person, and I'd never received anything close to  
13 \$10,000 from Meow Wolf before. So that was lovely. I  
14 was very grateful to get that.

15 **Q. (BY MR. ALLISON) Okay. And the social**  
16 **contracts that you talked about did not have any specific**  
17 **financial elements to them, did they?**

18 A. No.

19 MR. BOYD: Form.

20 **Q. (BY MR. ALLISON) Okay. I just want to**  
21 **touch on the gift shop. I dropped in the chat box**  
22 **Exhibit 39. Would you pop that open. It's a series of**  
23 **e-mails that I think we can be pretty quick with. But**  
24 **tell me what they are.**

25 (Exhibit No. 39 marked.)

68 (Pages 266 to 269)